

GWT

長城科技股份有限公司

Great Wall Technology Company Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0074)

Proxy form for use at the Extraordinary General Meeting to be held on Friday, 30 May 2014

The number of Shares to which this proxy form relates ^(Note 1)	H Shares / Domestic Shares ^(Note 2)
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I/We ^(Note 3) _____
of _____
being the registered holder of _____ Domestic Shares/H Shares ^(Note 4) in Great Wall Technology Company Limited (the "Company") HEREBY APPOINT the Chairman of the Meeting, or _____ ^(Note 5)
of _____
as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (the "EGM") of the Company to be held at Pheasant & Jasmine Room, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong at 4:00 p.m. on Friday, 30 May 2014 or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTION	For ^(Note 5)	Against ^(Note 5)
<p>THAT:</p> <p>Subject to the passing of this same resolution by the independent holders of H shares of the Company in a separate H Share Class Meeting of the Company, as approved by at least 75% of the votes attaching to the H shares of the Company held by the independent shareholders of the Company that are cast by poll either in person or by proxy at the meeting and with the number of votes cast by poll against the resolution by the independent shareholders of the Company being not more than 10% of all the H shares held by the independent shareholders of the Company:</p> <p>(a) the merger agreement entered into between CEC, CGW and the Company dated 16 December 2013 (and supplemented by a supplemental agreement dated 8 April 2014) ("Merger Agreement"), the execution of the Merger Agreement by or for and on behalf of the Company, and the GWT Merger and the other transactions conducted or to be conducted as contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the GWT Merger and all other transactions contemplated under the Merger Agreement.</p>		

Date: _____ day of _____ 2014

Signature(s) ^(Note 7): _____

Notes:

1. Please insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please specify the type of securities.
3. Please insert full name(s) and address(es) (as shown in the register of shareholders) in BLOCK CAPITALS.
4. Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
5. If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting, or" and insert the name of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the EGM. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.
6. **Important:** If you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his discretion.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney duly authorised in that regard. Any alteration made to this form of proxy must be signed by the person who signs it.
8. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) or the legal address of the Company (for holders of domestic shares) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
9. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person if he is subsequently able to be present and has notified the Company not less than 24 hours in writing before the time scheduled for holding the EGM.
10. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Saturday, 10 May 2014.
11. A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the EGM.
12. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the Composite Document of the Company dated 11 April 2014.